

## **EXHIBIT B**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

---

In re:	:
	: Chapter 11
LEHMAN BROTHERS HOLDINGS INC.,	:
<i>et al.</i> ,	: Case No. 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:

---

**DECLARATION OF JAMES P. WALLIN  
IN SUPPORT OF RESPONSE OF ALLIANCEBERNSTEIN L.P. TO  
DEBTORS' ONE HUNDRED NINETY-EIGHTH OMNIBUS OBJECTION TO CLAIMS  
(LATE-FILED CLAIMS) [Docket No. 19902]**

I, James P. Wallin, hereby declare under penalty of perjury:

1. I submit this declaration in support of the Response (the "Response") of AllianceBernstein L.P. ("AllianceBernstein") to the Debtors' One Hundred Ninety-Eighth Omnibus Objection to Claims (Late-Filed Claims) [Docket No. 19902] (the "Claim Objection"), with respect to Claim No. 43934 (the "Rule 3005 Claim") of Philips Pension Trustees Limited as Trustee of the Philips Pension Fund (the "Pension Fund" or the "Fund").

2. I am employed by AllianceBernstein as a Senior Vice President. One of my duties is management of the rights and duties of AllianceBernstein with respect to the Pension Fund, including with respect to any claims that the Fund might have against Lehman Brothers International (Europe) ("LBIE") pursuant to an ISDA swap agreement (the "Swap Agreement") and against Lehman Brothers Holdings Inc. ("LBHI") pursuant to its guaranty of LBIE's obligations under the Swap Agreement (the "Guaranty").

3. I am familiar with the Rule 3005 Claim which is the subject of the Response. The facts set forth herein are based on my personal knowledge or on my review of

AllianceBernstein's files and records concerning the Pension Fund and the Rule 3005 Claim, and if called as a witness I could and would be competent to testify to those facts. I am generally familiar with the manner and procedures by which such files and records are prepared and maintained and am able to certify the authenticity thereof. The files and records are received and/or are prepared by agents or employees of AllianceBernstein in the performance of their regular business duties. The files and records are made either by persons with knowledge of the matters they record or from information supplied by persons with such knowledge. It is AllianceBernstein's regular business practice to maintain such files and records in the course of its regularly conducted business activity.

4. The Pension Fund is a distinct legal entity, formed as a trust under the laws of the United Kingdom ("UK"), and is subject to the laws of the UK on pension funds (referred to as "work-based pension schemes") and pension fund trustees, including the rules and regulations of the UK Pensions Regulator. The Pension Fund has an independent trustee, Philips Pension Trustees Limited, which has its own independent counsel, and its beneficiaries are limited to certain UK-based employees of the Philips company.

5. The Pension Fund is subject to AllianceBernstein's error correction policy, set forth in its Statement of Policy Concerning Error Resolution, Escalation and Reporting, dated January 2009 (the "Error Correction Policy"). The Error Correction Policy states, in part:

**I. Purpose**

AllianceBernstein L.P. ("AB," "we" or "us") is a registered investment adviser who acts as investment manager or adviser to investment companies and other clients. In this capacity, we serve as a fiduciary and owe our clients various duties under applicable laws and regulations including exercising skill, care and prudence in performing the services we have undertaken to perform for each client. In performing these services, errors may occur. This policy describes the reporting, escalation and error resolution policies

designed to ensure that we meet the obligations we have to our clients. Failure to follow this policy or the principles noted below could lead to regulatory violations, unnecessary financial liabilities and the loss of our clients' trust and confidence.

## II. Policy Statement

AB seeks to operate, manage and administer client accounts in a manner consistent with its fiduciary responsibilities to clients and applicable regulatory requirements. To that end, we endeavor to reasonably foresee and reduce the risk of errors. When we discover we have made a mistake in performing any of our responsibilities, it is our policy to correct the error in a fair and timely manner and in such a way that the client will not suffer any loss, including any identifiable opportunity cost and any associated expenses such as commission or interest. In other words, we must act promptly to put the client in the position they would have been in had we not made the error.

6. AllianceBernstein is a publicly traded company and files publicly available reports pursuant to the Securities Exchange Act of 1934 ("SEC Reports").

7. AllianceBernstein's books and records reflect its potential liability to the Pension Fund from the failure to timely file its claim against LBHI by the general claims bar date in these cases of September 22, 2009. Such potential liability is included in the SEC Reports filed by AllianceBernstein.

8. I declare under penalty of perjury that the foregoing is true and correct.

Executed on October 13, 2011

ALLIANCEBERNSTEIN L.P.

By: /s/ James P. Wallin  
James P. Wallin  
Senior Vice President